## IN THE UNITED STATES DISTRICT COURT FOR THE EASTERN DISTRICT OF PENNSYLVANIA

DARCY J. PATERSON, Individually and on Behalf of All Others Similarly Situated,

Plaintiff,

v.

CHEMTURA CORPORATION, INC., CRAIG A. ROGERSON, JEFFREY D. BENJAMIN, TIMOTHY J. BERNLOHR, ANNA C. CATALANO, JAMES W. CROWNOVER, ROBERT A. DOVER, JONATHAN F. FOSTER, and JOHN K. WULFF

Defendants.

CIVIL ACTION NO. 2:16-cv-06626-ER

**CLASS ACTION** 

## STIPULATION AND [PROPOSED] ORDER CLOSING CASE FOR ALL PURPOSES

WHEREAS, on September 25, 2016, Chemtura Corporation ("Chemtura" or the "Company") and Lanxess Deutschland GmbH ("Lanxess") announced that they had entered into an Agreement and Plan of Merger, pursuant to which Lanxess, through its wholly owned, indirect subsidiary LANXESS Additives Inc. ("Merger Sub"), would acquire all of the outstanding shares of Chemtura in an all-cash transaction for \$35.50 per share in cash (the "Proposed Transaction");

WHEREAS, on December 23, 2016, Chemtura filed a definitive proxy statement on a Schedule 14A (the "Proxy") with the SEC, which, which set the stockholder vote date on the Proposed Transaction for February 1, 2017. Among other things, the Proxy (i) summarized the Merger Agreement, (ii) provided an account of the events leading up to the execution of the Merger Agreement, (iii) stated that the Chemtura's board of directors determined that the

Proposed Transaction was in the best interests of Chemtura's stockholders and recommended the Proposed Transaction, and (iv) summarized the financial analyses conducted by Morgan Stanley & Co. LLC ("Morgan Stanley"), the Company's financial advisor;

WHEREAS, On December 27, 2016, Plaintiff Darcy J. Paterson ("Plaintiff") filed a purported class action lawsuit in the United States District Court for the Eastern District of Pennsylvania, on behalf of himself and other public stockholders of Chemtura, challenging the adequacy of the disclosures made in the Proxy;

WHEREAS, the Action alleged, among other things, that Defendants Chemtura Corporation, Inc., Craig A. Rogerson, Jeffrey D. Benjamin, Timothy J. Bernlohr, Anna C. Catalano, James W. Crownover, Robert A. Dover, Jonathan F. Foster, and John K. Wulff (collectively, the "Defendants") committed disclosure violations under Sections 14(a) and 20(a) of the Securities Exchange Act of 1934 (the "Exchange Act"), and Rule 14a-9 promulgated thereunder;

WHEREAS, on January 6, 2017, Plaintiff moved the Court for a temporary restraining order, expedited discovery, and expedited briefing on a motion for a preliminary injunction (the "TRO Motion"):

WHEREAS, on January 17, 2017, Chemtura filed a Form 8-K with the SEC (the "Supplemental Disclosures"), which included material information addressing the allegations contained in the Complaint to moot this litigation;

WHEREAS, that same day, January 17, 2017, Plaintiff withdrew his TRO Motion;

WHEREAS, on February 1, 2017, the Chemtura stockholders met and voted to approve the Proposed Transaction;

WHEREAS, Plaintiff has agreed that, as a result of the filing of the Supplemental Disclosures, the disclosure claims related to the Proposed Transaction identified in the complaint have become moot;

WHEREAS, on February 9, 2017, the parties entered into and filed with the Court a Stipulation and Proposed Order Concerning Plaintiffs' Voluntary Dismissal (the "Stipulation of Dismissal"), by which Plaintiff voluntarily dismissed his Action;

WHEREAS, on February 17, 2017, this Court granted the Stipulation of Dismissal, which voluntarily dismissed the Actions and retained jurisdiction over the parties for the purpose of entering Plaintiff's petition for an award of attorneys' fees and expenses;

WHEREAS, after filing the Stipulation of Dismissal, the parties negotiated the terms of an agreed-upon payment of attorneys' fees and expenses, in the amount of \$250,000 to be paid to counsel for Plaintiff and counsel for the plaintiff in the matter of *Scarantino v. Chemtura Corp.*, et al, Case No. 2:16-cv-0651-ER (the "Scarantino Action"), within ten (10) days of the filing of this Stipulation and a similar stipulation in the Scaratino Action, thereby obviating the need for fee applications to be adjudicated by the Court;

IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned attorneys for the respective parties:

- This matter is fully resolved and no further issues remain in dispute, and the case file should be closed for all purposes;
  - 2. The Court should no longer retain jurisdiction over this matter.

Dated: March 17, 2017

By: <u>/s/ Kenneth I. Trujillo</u> CHAMBERLAIN, HRDLICKA, WHITE, WILLIAMS & AUGHTRY

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Counsel for Plaintiff Paterson

SO ORDERED this

day of www.

Honorable Eduardo C. Robreno United States District Court Judge